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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
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NOTICE OF FILING OF FIFTH AMENDMENT TO ACCOMMODATION AGREEMENT

PLEASE TAKE NOTICE that on June 8, 2009, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and the requisite percentage of lenders (the "DIP Lenders") under their debtor-in-possession credit facility (the "DIP Facility") agreed to a fifth amendment (the "Fifth Amendment") to their accommodation agreement (as amended, the "Accommodation Agreement"). Pursuant to the Accommodation Agreement, the DIP Lenders have agreed, among other things, to allow the Debtors to continue using the proceeds of the DIP Facility and to forbear from the exercise of certain default-related remedies, in each case until June 30, 2009, subject to the Debtors' continued satisfaction of a number of covenants and conditions (the "Accommodation Period").

PLEASE TAKE FURTHER NOTICE that the Fifth Amendment provides for, among other things, an agreement by the DIP Lenders to extend certain milestones under the Accommodation Agreement relating to the Debtors' obligation to deliver a term sheet setting forth the terms of a global resolution of matters relating to General Motor Corporation's contribution to the resolution of the Debtors' chapter 11 cases. The Fifth Amendment extends from June 9 to June 13, 2009, the date on which the Accommodation Period would end if the requisite DIP Lenders have not delivered a Satisfactory Termsheet Notification (as defined in the Accommodation Agreement), which notification, under the Fifth Accommodation Amendment, would need to be delivered on or prior to June 12, 2009. The Fifth Amendment also extends the period (from 10 to 25 business days) during which the requisite DIP Lenders may notify the Debtors that any new Reorganization Plan or any modifications to the Existing Reorganization Plan (as each such term is defined in the DIP Credit Agreement referred to in the

Accommodation Agreement) is not satisfactory. A copy of the Fifth Amendment is attached
hereto as Exhibit A.

Dated: New York, New York
June 9, 2009

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